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*Attorneys for Certain Term Loan Lender Defendants**

[*complete list of represented Term Loan Lender Defendants listed in Appendix A attached hereto]

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
MOTORS LIQUIDATION COMPANY, et al., : Chapter 11
Debtors : Case No. 09-50026 (MG)
: (Jointly Administered)

----- X
MOTORS LIQUIDATION COMPANY AVOIDANCE :
ACTION TRUST, by and through the Wilmington :
Trust Company, solely in its capacity as Trust : Adversary Proceeding
Administrator and Trustee, : No. 09-00504 (MG)
Plaintiff, :
-against- :
JPMORGAN CHASE BANK, N.A. *et al.*, :
Defendants. :
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JOINDER OF CERTAIN TERM LOAN DEFENDANTS IN THE
RESPONSE OF CERTAIN TERM LOAN LENDERS TO
PLAINTIFF'S MOTION FOR SUMMARY JUDGMENT

On September 14, 2018, the Motors Liquidation Company Avoidance Action Trust Administrator and Trustee (the “Plaintiff”) filed a *Motion for Partial Summary Judgment Dismissing the Non-JPMorgan Term Lenders’ Effectiveness Defense* and supporting papers with the Court [Dkt. Nos. 1085-1088] (the “Summary Judgment Motion”).

On October 12, 2018, certain Term Loan Lender Defendants represented by Munger Tolles & Olsen LLP (the “MTO Defendants”) submitted a *Response of Term Lenders to Plaintiff’s Motion for Partial Summary Judgment on the Term Loan Lenders’ Effectiveness Defense* [Dkt. No. 1097] (the “Response Motion”).

The Term Loan Lender Defendants listed in Appendix A attached hereto, by and through their undersigned counsel, Kasowitz Benson Torres LLP (the “KBT Defendants”) hereby join in and adopt the arguments set forth in the Response Motion as if the same were set forth fully herein. The KBT Defendants’ joinder applies regardless of whether such motion is settled, withdrawn or otherwise resolved.

WHEREFORE, the KBT Defendants respectfully request that Court deny the Summary Judgment Motion and grant the KBT Defendants such other and further relief as it deems just and proper.

Dated: New York, New York
October 12, 2018

KASOWITZ BENSON TORRES LLP

By: /s/ Andrew K. Glenn
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*Attorneys for Certain Term Loan
Lender Defendants Identified in
Appendix A*

Appendix A

*Fire and Police Employees' Retirement System of the City of Baltimore
BBT Fund, L.P.
SRI Fund, L.P.
BBT Master Fund, L.P. (f/k/a Cap Fund, L.P.)
BlackRock Corporate High Yield Fund, Inc.
BlackRock Debt Strategies Fund, Inc.
BlackRock Floating Rate Income Strategies Fund, Inc.
BlackRock Funds II - High Yield Bond Portfolio
BlackRock Global Investment Series: Income Strategies Portfolio
BlackRock Fixed Income Portable Alpha (Offshore) Fund
BlackRock Senior Income Series IV
R3 Capital Partners Master, L.P.
The Galaxite Master Unit Trust
BlackRock High Yield Bond Portfolio, a series of BlackRock Funds II
High Yield Bond Portfolio
California State Teachers' Retirement System
Delaware Diversified Income Fund, a series of Delaware Group Adviser Funds
Delaware Enhanced Global Dividend and Income Fund
Delaware Extended Duration Bond Fund, a series of Delaware Group Income Funds
Delaware Wealth Builder Fund (f/k/a Delaware Dividend Income Fund, a series of
Delaware Group Equity Funds V)
Delaware Strategic Income Fund (f/k/a Delaware Core Plus Bond Fund, a series of
Delaware Group Government Fund)
Delaware Corporate Bond Fund, a series of Delaware Group Income Funds
Delaware High-Yield Opportunities Fund, a series of Delaware Group Income Funds
Delaware Investments Dividend and Income Fund, Inc.
Macquarie High Yield Bond Portfolio (f/k/a The High Yield Bond Portfolio, a series of
Delaware Pooled Trust).
Delaware VIP Diversified Income Series, a series of Delaware VIP Trust
Delaware VIP High Yield Series, a series of Delaware VIP Trust
Macquarie Core Plus Bond Portfolio (f/k/a/ The Core Plus Fixed Income Portfolio, a
series of Delaware Pooled Trust)
Optimum Fixed Income Fund, a series of Optimum Fund Trust
Drawbridge Special Opportunities Fund Ltd.
Drawbridge Special Opportunities Fund LP
Fortress Credit Investments I Ltd.
Fortress Credit Investments II Ltd.
FOUR CORNERS CLO II, LTD.
FOUR CORNERS CLO III, LTD.
Freescale Semiconductor Inc., 401(k) Retirement Savings Plan
GENESIS CLO 2007-1 LTD.
Guggenheim Portfolio X, LLC
Guggenheim High Yield Fund
Illinois Municipal Retirement Fund*

John Hancock Variable Insurance Trust Floating Rate Income Trust
John Hancock Variable Insurance Trust High Yield Trust
John Hancock Funds II Floating Rate Income Fund
John Hancock Funds II High Yield Bond Fund
The Lincoln National Life Insurance Company Separate Account 12
The Lincoln National Life Insurance Company Separate Account 20
LVIP Delaware Bond Fund, a series of Lincoln Variable Insurance Products Trust
LVIP Delaware Foundation® Conservative Allocation Fund, a series of Lincoln Variable Insurance Products Trust (and the successor to LVIP Delaware Managed Fund as of June 15, 2009).
Lord Abbett Investment Trust -Lord Abbett Floating Rate Fund
Houston Police Officers 'Pension System
Mason Capital, L.P.
Mason Capital, Ltd.
The Missouri State Employees 'Retirement System
Neuberger Berman High Income Bond Fund
Neuberger Berman High Yield Strategies Fund Inc.
MacKay New York Life Insurance Company (Guaranteed Products)
New York Life Insurance Company Guaranteed Products
New York Life Insurance Company (Guaranteed Products)
New York Life Insurance Company GP - Portable Alpha
MacKay Shields Core Plus Alpha Fund Ltd.
New York Life Insurance Company
North Dakota State Investment Board
Fairway Loan Funding Company
Red River HYPi, L.P.
PIMCO Cayman Trust: PIMCO Cayman Bank Loan Fund
PIMCO Funds: Private Account Portfolio Series High Yield Portfolio
PIMCO Funds: Global Investors Series plc, Global Investment Grade Credit Fund
Portola CLO, Ltd.
Mayport CLO, Ltd.
Plumbers & Pipefitters National Pension Fund
Putnam 29X-Funds Trust Floating Rate Income Fund
Russell Institutional Funds LLC Russell Core Bond Fund
Russell Trust Company Russell Multi-Manager Bond Fund
Russell Investment Company Russell Strategic Bond Fund
Russell Investment Company plc Russell U.S. Bond Fund
Solus Core Opportunities Master Fund Ltd
Sola Ltd
Ultra Master Ltd
Taconic Capital Partners 1.5 L.P.
Taconic Market Dislocation Fund II L.P.
Taconic Market Dislocation Master Fund II L.P.
Taconic Opportunity Fund L.P.
Thrivent Financial for Lutherans
Thrivent High Yield Fund, a series of Thrivent Mutual Funds

Thrivent Income Fund, a series of Thrivent Mutual Funds
Thrivent High Yield Portfolio, a series of Thrivent Series Fund, Inc.
Thrivent Income Portfolio, a series of Thrivent Series Fund, Inc.
Virginia Retirement System